
Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme VITALHARVEST FREEHOLD TRUST (VTH)

ACN/ARSN ARSN 626 537 362

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

The holder became a substantial holder on 30/04/2020

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	9,302,077	9,302,077	
Total	9,302,077	9,302,077	5.03%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
BT Funds Management (NZ) Limited	BT Funds Management (NZ) Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	9,084,577	Ordinary
BT Funds Management Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to	183,000	Ordinary

	vote or dispose of the shares.		
Westpac RE Limited	Westpac RE Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	34,500	Ordinary

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	34,500 Ordinary
BT Funds Management Limited	BT Portfolio Services Limited	See Annexure 'A'	183,000 Ordinary
BT Funds Management (NZ) Limited	Guardian Nominees No.2 Ltd	See Annexure 'A'	9,084,577 Ordinary

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
WBC & associates	See Annexure 'A'	See Annexure 'A'		See Annexure 'A'

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
BT Funds Management (NZ) Limited	A related body corporate of Westpac Banking Corporation
BT Funds Management Limited ACN 002 916 458	A related body corporate of Westpac Banking Corporation
Westpac RE Limited ACN 000 742 478	A related body corporate of Westpac Banking Corporation

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Westpac Banking Corporation (WBC)	Level 18, Westpac Place, 275 Kent St, Sydney NSW 2000

Westpac RE Limited	Level 18, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 18, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management (NZ) Limited	Westpac On Takutai Square 16 Takutai Square Auckland 1010 New Zealand
VITALHARVEST FREEHOLD TRUST (VTH)	The Company Secretary VITALHARVEST FREEHOLD TRUST (VTH) 89 Cubitt Street Cremorne VIC 3121

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 04/05/2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members, is clearly set out in paragraph 7 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

ANNEXURE A

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin– Company Secretary, Westpac Banking Corporation 04/05/2020

Sales & Purchases for the period : 30/12/2019 to 30/04/2020

SECURITY: VTH

BT Funds Management (NZ) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
30/12/2019	Guardian Nominees No.2 Ltd	24,000	18,710.40	Ordinary
8/01/2020	Guardian Nominees No.2 Ltd	110,815	86,214.07	Ordinary
10/01/2020	Guardian Nominees No.2 Ltd	20,000	15,772.00	Ordinary
13/01/2020	Guardian Nominees No.2 Ltd	11,364	9,057.11	Ordinary
14/01/2020	Guardian Nominees No.2 Ltd	3,363	2,704.86	Ordinary
15/01/2020	Guardian Nominees No.2 Ltd	25,011	20,173.87	Ordinary
16/01/2020	Guardian Nominees No.2 Ltd	11,556	9,167.37	Ordinary
17/01/2020	Guardian Nominees No.2 Ltd	33,823	27,538.69	Ordinary
20/01/2020	Guardian Nominees No.2 Ltd	97,427	78,623.59	Ordinary
21/01/2020	Guardian Nominees No.2 Ltd	66,966	53,298.24	Ordinary
22/01/2020	Guardian Nominees No.2 Ltd	163,182	130,088.69	Ordinary
23/01/2020	Guardian Nominees No.2 Ltd	205,854	163,324.56	Ordinary
24/01/2020	Guardian Nominees No.2 Ltd	131,893	103,443.68	Ordinary
28/01/2020	Guardian Nominees No.2 Ltd	99,923	77,450.32	Ordinary
29/01/2020	Guardian Nominees No.2 Ltd	80,479	62,001.02	Ordinary
30/01/2020	Guardian Nominees No.2 Ltd	151,855	115,774.25	Ordinary
31/01/2020	Guardian Nominees No.2 Ltd	11,801	9,095.03	Ordinary
3/02/2020	Guardian Nominees No.2 Ltd	8,679	6,740.11	Ordinary
4/02/2020	Guardian Nominees No.2 Ltd	12,224	9,697.30	Ordinary
5/02/2020	Guardian Nominees No.2 Ltd	17,252	13,930.99	Ordinary
6/02/2020	Guardian Nominees No.2 Ltd	34,724	27,650.72	Ordinary
7/02/2020	Guardian Nominees No.2 Ltd	25,867	21,066.08	Ordinary
10/02/2020	Guardian Nominees No.2 Ltd	8,396	6,891.44	Ordinary
11/02/2020	Guardian Nominees No.2 Ltd	35,279	28,875.86	Ordinary
12/02/2020	Guardian Nominees No.2 Ltd	19,667	16,191.84	Ordinary
13/02/2020	Guardian Nominees No.2 Ltd	106,180	86,430.52	Ordinary
14/02/2020	Guardian Nominees No.2 Ltd	518,472	416,281.17	Ordinary
17/02/2020	Guardian Nominees No.2 Ltd	146,765	115,665.50	Ordinary
18/02/2020	Guardian Nominees No.2 Ltd	31,660	24,859.43	Ordinary
19/02/2020	Guardian Nominees No.2 Ltd	50,009	39,242.06	Ordinary
20/02/2020	Guardian Nominees No.2 Ltd	70,074	54,860.93	Ordinary
21/02/2020	Guardian Nominees No.2 Ltd	59,293	46,171.46	Ordinary
24/02/2020	Guardian Nominees No.2 Ltd	35,852	27,656.23	Ordinary
25/02/2020	Guardian Nominees No.2 Ltd	151,333	115,255.21	Ordinary
26/02/2020	Guardian Nominees No.2 Ltd	53,219	39,733.31	Ordinary
27/02/2020	Guardian Nominees No.2 Ltd	159,032	118,447.03	Ordinary
28/02/2020	Guardian Nominees No.2 Ltd	517,500	380,000.25	Ordinary
12/03/2020	Guardian Nominees No.2 Ltd	50,151	35,617.24	Ordinary
13/03/2020	Guardian Nominees No.2 Ltd	49,712	33,868.79	Ordinary
16/03/2020	Guardian Nominees No.2 Ltd	80,137	53,659.74	Ordinary
17/03/2020	Guardian Nominees No.2 Ltd	103,188	70,136.88	Ordinary
18/03/2020	Guardian Nominees No.2 Ltd	19,686	13,349.08	Ordinary

19/03/2020	Guardian Nominees No.2 Ltd	12,339	8,327.59	Ordinary
20/03/2020	Guardian Nominees No.2 Ltd	37,787	25,955.89	Ordinary
23/03/2020	Guardian Nominees No.2 Ltd	137,000	90,324.10	Ordinary
24/03/2020	Guardian Nominees No.2 Ltd	70,000	45,878.00	Ordinary
25/03/2020	Guardian Nominees No.2 Ltd	20,524	13,469.90	Ordinary
26/03/2020	Guardian Nominees No.2 Ltd	49,476	32,461.20	Ordinary
27/03/2020	Guardian Nominees No.2 Ltd	49,993	33,090.37	Ordinary
30/03/2020	Guardian Nominees No.2 Ltd	9,647	6,356.41	Ordinary
31/03/2020	Guardian Nominees No.2 Ltd	8,055	5,446.79	Ordinary
2/04/2020	Guardian Nominees No.2 Ltd	4,000	2,826.00	Ordinary
7/04/2020	Guardian Nominees No.2 Ltd	11,305	8,219.87	Ordinary
9/04/2020	Guardian Nominees No.2 Ltd	20,071	14,617.71	Ordinary
14/04/2020	Guardian Nominees No.2 Ltd	76,929	55,935.08	Ordinary
15/04/2020	Guardian Nominees No.2 Ltd	17,781	13,024.58	Ordinary
16/04/2020	Guardian Nominees No.2 Ltd	63,219	46,238.38	Ordinary
17/04/2020	Guardian Nominees No.2 Ltd	61,000	44,548.30	Ordinary
20/04/2020	Guardian Nominees No.2 Ltd	94,280	68,909.25	Ordinary
21/04/2020	Guardian Nominees No.2 Ltd	193,314	139,147.42	Ordinary
22/04/2020	Guardian Nominees No.2 Ltd	50,000	35,560.00	Ordinary
23/04/2020	Guardian Nominees No.2 Ltd	114,400	82,802.72	Ordinary
24/04/2020	Guardian Nominees No.2 Ltd	76,006	54,959.94	Ordinary
29/04/2020	Guardian Nominees No.2 Ltd	103,479	76,419.24	Ordinary
	Total	4,894,268	3,689,235.66	Ordinary
	BT Funds Management (NZ) Limited Total :	4,894,268	3,689,235.66	

ANNEXURE B

This is the annexure 'B' (being 2 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin– Company Secretary, Westpac Banking Corporation – 04/05/2020

Westpac Banking Corporation	Australia	St.George Finance Limited	Australia
1925 (Commercial) Pty Limited	Australia	St.George Life Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	St.George Motor Finance Limited	Australia
1925 Advances Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
Advance Asset Management Limited	Australia	Sydney Capital Corporation Inc.	USA
Altitude Administration Pty Limited	Australia	The Home Mortgage Company Limited	New Zealand
Altitude Rewards Pty Limited	Australia	Value Nominees Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	W2 Investments Pty Limited	Australia
Asgard Capital Management Limited	Australia	Waratah Receivables Corporation Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	Waratah Securities Australia Limited	Australia
Belliston Pty Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Bill Acceptance Corporation Pty Limited	Australia	Westpac Administration 2 Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	Westpac Administration 3 Pty Limited	Australia
BT Australia Pty Limited	Australia	Westpac Administration 4 Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	Westpac Administration Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Westpac Altitude Rewards Trust	Australia
BT Funds Management (NZ) Limited	New Zealand	Westpac Americas Inc.	USA
BT Funds Management Limited	Australia	Westpac Asian Lending Pty Limited	Australia Papua New Guinea
BT Funds Management No.2 Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
BT Portfolio Services Limited	Australia	Westpac Capital Markets Holding Corp.	USA
BT Securities Limited	Australia	Westpac Capital Markets LLC	USA
Capital Corporate Finance Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Capital Finance (NZ) Limited	Australia	Westpac Cash PIE Fund	New Zealand
Capital Finance Australia Limited	Australia	Westpac Covered Bond Trust	Australia
Capital Finance New Zealand Limited	New Zealand	Westpac Custodian Nominees Pty Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Databank Pty Limited	Australia
Capital Motor Finance Limited	Australia	Westpac Debt Securities Pty Limited	Australia
Capital Rent Group Limited	Australia	Westpac Digital Partnerships Pty Limited	Australia
CBA Limited	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Challenge Limited	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade ABS Series 2016-1 Trust	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade ABS Series 2017-1 Trust	Australia	Westpac Europe Limited	UK
Crusade ABS Series 2017-1P Trust	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade ABS Series 2018-1P Trust	Australia	Westpac Financial Consultants Limited	Australia
Crusade Trust No.2P of 2008	Australia	Westpac Financial Holdings Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Services Group Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Financial Services Limited	Australia
GIS Private Nominees Pty Limited	Australia	Westpac General Insurance Limited	Australia
Hastings Funds Management Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Hastings Management Pty Limited	Australia	Westpac Global Capital Markets Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand

Mortgage Management Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Net Nominees Limited	Australia	Westpac Investment Capital Corporation	USA
Number 120 Limited	New Zealand	Westpac Investment Vehicle No.2 Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Pendal Short Term Income Fund	Australia	Westpac Life Insurance Services Limited	Australia
Pendal Long Term Income Fund	Australia	Westpac Life-NZ-Limited	New Zealand
Planwise AU Pty Ltd	Australia	Westpac New Zealand Group Limited	New Zealand
Qvalent Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
RAMS Financial Group Pty Limited	Australia	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
Reinventure Special Purpose Investment Unit Trust	Australia	Westpac Nominees-NZ-Limited	New Zealand
Reinventure Fund, I.L.P.	Australia	Westpac Notice Saver PIE Fund	New Zealand
Reinventure Fund II I.L.P.	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Reinventure Fund III I.L.P.	Australia	Westpac NZ Covered Bond Limited	New Zealand
RMS Warehouse Trust 2007-1	Australia	Westpac NZ Operations Limited	New Zealand
Sallmoor Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Securitor Financial Group Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Series 2008-1M WST Trust	Australia	Westpac NZ Securitisation No.2 Limited	New Zealand
Series 2011-2 WST Trust	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Series 2011-3 WST Trust	Australia	Westpac Overseas Holdings Pty Limited	Australia
Series 2012-1 WST Trust	Australia	Westpac Properties Limited	Australia
Series 2013-1 WST Trust	Australia	Westpac RE Limited	Australia
Series 2013-2 WST Trust	Australia	Westpac Securities Administration Limited	Australia
Series 2014-1 WST Trust	Australia	Westpac Securities Limited	Australia
Series 2014-2 WST Trust	Australia	Westpac Securities NZ Limited	New Zealand
Series 2015-1 WST Trust	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Series 2019-1 WST Trust	Australia	Westpac Securitisation Management Pty Limited	Australia
Series 2020-1 WST Trust	Australia	Westpac Singapore Limited	Singapore
SIE-LEASE (Australia) Limited	Australia	Westpac Structured Products Limited	Australia
SIE-LEASE (New Zealand) Pty Limited	New Zealand	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Sixty Martin Place (Holdings) Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
St.George Business Finance Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
St.George Commercial Credit Corporation Limited	Australia	Westpac TPS Trust	Australia
St.George Equity Finance Limited	Australia	Westpac Unit Trust	Australia
St.George Finance Holdings Limited	Australia	Westpac USA Inc.	USA